

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                     |                         |
|-------------------------------------|-------------------------|
|                                     | X                       |
|                                     | :                       |
| In re                               | :                       |
|                                     | Chapter 11              |
|                                     | :                       |
| DELPHI CORPORATION, <u>et al.</u> , | :                       |
|                                     | Case No. 05-44481 (RDD) |
|                                     | :                       |
| Debtors.                            | :                       |
|                                     | (Jointly Administered)  |
|                                     | :                       |
|                                     | X                       |

NOTICE OF PRESENTMENT OF JOINT STIPULATION AND AGREED ORDER  
(I) COMPROMISING PROOF OF CLAIM NUMBER 16396 AND (II)  
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 7219  
(CITY OF VANDALIA, OHIO)

PLEASE TAKE NOTICE that on May 22, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 16396 (the "Proof of Claim 16396") filed by the City of Vandalia, Ohio (the "Claimant") pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) ("Fifteenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that on July 13, 2007, the Debtors objected to proof of claim number 7219 (the "Proof of Claim 7219," and together with Proof of Claim 16396, the "Proofs of Claim") filed by the Claimant pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that the Debtors and the Claimant have agreed to settle the Fifteenth and Nineteenth Omnibus Claims Objections with respect to the Proofs of Claim, and because the claims (the "Claims") asserted in the Proofs of Claim involve ordinary course controversies and pursuant to the Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court

Approval (Docket No. 8401), the Debtors and the Claimant have (i) entered into a Settlement Agreement dated as of November 15, 2007 (the "Settlement Agreement") and (ii) executed a Joint Stipulation And Agreed Order (i) Compromising Proof Of Claim Number 16396 And (ii) Disallowing And Expunging Proof Of Claim Number 7219 (City Of Vandalia, Ohio) (the "Joint Stipulation").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, the Debtors and the Claimant have agreed that Proof of Claim 7219 should be disallowed and expunged in its entirety and that Proof of Claim 16396 should be reclassified as a priority claim and entitled to a recovery in an amount no greater than \$23,753.00. The Claimant shall withdraw its Response Of City of Vandalia, Ohio To Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject to Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Joint Stipulation for consideration at the hearing scheduled for December 11, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York.

Dated: New York, New York  
December 4, 2007

SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession